

## Board Meeting

Date of Meeting	Wednesday 28 May 2014
Paper Title	Draft Constitution and Board Regulations
Agenda Item	7
Paper Number	BM1-D
Responsible Officer	Julia Henderson, Advisor to the Board
Status	Disclosable
Action	For approval

### 1. Report Purpose

- 1.1 To provide the Board with a draft Constitution and Regulations for any comment and approval.
- 1.2 To discuss and note the practical application of schedule 2 paragraph 12 of the Post 16 Education (Scotland) Act 2013 as replicated in the Constitution at paragraph 23 on page 9 in relation to the attendance of assigned College Principals at Board meetings.

### 2. Recommendations

- 2.1 The Board is asked to adopt the draft Constitution (appendix 1) and draft Regulations (appendix 2).
- 2.2 The Board is asked note that the Chair has the ultimate discretion in relation to the matter of participation of assigned College Principals at Board meetings and that he will determine the matter taking account of the agenda items under discussion at each meeting .

### 3. Background and Discussion

- 3.1 The Constitution has been drafted based on schedule 2 of the Post 16 Education (Scotland) Act 2013 (the Act) which '*makes provision about the constitution of a regional board*'. Schedule 2 has been transposed into the document with minor changes for ease of indexing, referencing and to reflect the fact that the constitution has to be a stand- alone document and therefore cannot cross refer to the Act.
- 3.2 In addition, in order that their powers and duties are set out clearly within the Board's Constitution, the functions of the Board have been lifted from the Act and incorporated. The object (paragraph 3) of the Board reflects the general duty set out in the Act:

*To secure the coherent provision of a high quality of fundable further and higher education in the localities of its colleges.*

- 3.3** College Principals are members of their own assigned College Boards and in Regional Colleges they are also members of the Board. However, a clear distinction has been made in relation to their role at Regional Strategic Body level accepting that this is unique to the governance of the Glasgow region. It is important, for reasons of good governance and transparency, that the Board be clear on their approach to the practical management of this provision. It is proposed that the Chair will determine their attendance based on the individual agenda items under discussion at each meeting.
- 3.4** The Regulations have been drafted to supplement the Constitution and to provide a framework for proceedings of the Board as authorised by the Act and reflected at paragraph 21 of the draft Constitution.
- 3.5** The terms of the Regulations are fairly standard and reflect best corporate secretarial practice. There are no unusual terms. Perhaps worth noting is the provision included which allows members to make decisions outside of Board and Committee Meetings with the requisite agreement of all members who would have been entitled to attend a physical meeting e.g. via email. This ensures that urgent business is not unnecessarily delayed between meetings and that members are not called to unnecessary meetings when the business can be properly dealt with via this mechanism.
- 3.6** The Board must have in place robust systems of governance and accountability before responsibility for funding can be passed to the Board by the Scottish Funding Council. The main focus of the Scottish Funding Council's criteria to assess suitability for fundable body criteria are the practical aspects of the Board's governance structure. The criteria cannot be fully applied and assessed until the Board and its operational support is established and has been up and running for a period of time.

#### **4. Legal Implications**

- 4.1** The following is in addition to what is contained within the body of the report. In terms of the Act the Board will be required to comply with principles of good governance as a condition of funding from the Scottish Funding Council (SFC). Both documents attached for approval are key cornerstones for the Board in establishing a good governance framework. The SFC have indicated that the Board will require to comply with a set of Fundable Body Criteria, the main focus of which is the practical aspects of the Board's governance structure. This is discussed further in report BM1-A.

#### **5. Financial Implications**

- 5.1** None.

## Glasgow Colleges' Regional Board

### Constitution

#### Contents

Section		Page
1	Interpretation .....	2
2	Status .....	2
3	Object .....	2
4	Planning .....	2
5	Performance monitoring.....	3
6	Promotion of Council's Credit and Qualification Framework .....	3
7	Efficiency Studies: Assigned Colleges .....	3
8	Right to Address College Meetings .....	3
9	Improvement of Economic and Social Well-being .....	3
10	Consultation and Collaboration .....	3
11	Transfer of Staff and Property etc. ....	3
12	Board Composition and Eligibility .....	4
13	Student Members .....	4
14	Election of Staff and Student Members .....	5
15	Disqualification from Membership .....	5
16	Vacation of Office .....	6
17	Reappointment of Members .....	7
18	Remuneration and Allowances .....	7
19	Resignation and Removal of Members .....	7
20	Staff .....	8
21	Proceedings of the Board .....	9
22	Committees .....	9
23	Participation at Meetings .....	9
24	General Powers .....	9
25	Goods and Services .....	10
26	Delegation of Functions .....	11
27	Accounts .....	11
28	Abolition or Renaming .....	11
29	Modification .....	11

## 1. INTERPRETATION

1.1 In this constitution, unless the context otherwise requires:

**Board** is the regional board specified in Part 1 of schedule 2A to the Post 16 Education) Act 2013;

**Act** is the Post 16 Education (Scotland) Act 2013;

**2005 Act** is the Further and Higher Education (Scotland) Act 2005;

**1992 Act** is the Further and Higher Education (Scotland) Act 1992;

**Council** is the Scottish Further and Higher Education Funding Council established under section 1 of the Further and Higher Education (Scotland) Act 2005;

## 2. STATUS

2.1 The Board is a body corporate.

2.2 The Board—

(a) is not a servant or agent of the Crown;

(b) has no status, immunity or privilege of the Crown;

(c) and its property is not to be regarded as property of, or held on behalf of, the Crown.

2.3 The Board is designated in the Act as the Regional Board for Glasgow Colleges but will be known as the Glasgow Colleges' Regional Board.

## 3. OBJECT

3.1 To secure the coherent provision of a high quality of fundable further and higher education in the localities of its colleges.

## 4. PLANNING

4.1 The Board must plan for—

(a) how it proposes its colleges should provide fundable further education and fundable higher education; and

(b) how it intends to exercise its functions,

and the Board's colleges must, where appropriate, have regard to those plans when exercising their functions.

- 4.2** When making plans, the Board must have regard to the importance of ensuring that funds made available to it under the Act are used as economically, efficiently and effectively as possible.

## **5. PERFORMANCE MONITORING**

- 5.1** The Board must monitor the performance of its colleges.

## **6. PROMOTION OF COUNCIL'S CREDIT AND QUALIFICATION FRAMEWORK**

- 6.1** The Board is to promote the use by its colleges of such credit and qualification framework as the Council may adopt in pursuance of section 14 of the Act.

## **7. EFFICIENCY STUDIES: ASSIGNED COLLEGES**

- 7.1** The Board may secure the promotion or carrying out of studies designed to improve economy, efficiency and effectiveness in the management or operations of any of its colleges.

## **8. RIGHT TO ADDRESS COLLEGE MEETINGS**

- 8.1** Where the Board is concerned about any matters relating to the financial support which any of its colleges receives (or might receive) from the Board, a member of the Board is entitled to—

- (a) attend any meeting of the college; and
- (b) address the meeting on those matters.

## **9. IMPROVEMENT OF ECONOMIC AND SOCIAL WELL-BEING**

- 9.1** The Board is to exercise its functions with a view to improving the economic and social well-being of the localities of its colleges.

## **10. CONSULTATION AND COLLABORATION**

- 10.1** The Board must, where it considers it appropriate to do so in the exercise of its functions, consult with the persons listed in section 23M of the 2005 Act.

- 10.2** The Board must seek to secure the collaboration of any or all of the persons listed in section 23M of the 2005 Act.

## **11. TRANSFER OF STAFF AND PROPERTY ETC.**

- 11.1** The Board may require any of its colleges to transfer such of its staff, property, rights, liabilities or obligations.

## **12. BOARD COMPOSITION AND ELIGIBILITY**

- 12.1** The Board is to consist of no fewer than 15 members.
- 12.2** The Board is to be comprised of—
- (a) a person appointed by the Scottish Ministers to chair meetings of the Board (the “chairing member”);
  - (b) the chairing member of each of the Board’s colleges;
  - (c) a person appointed by being elected by the teaching staff of the Board’s colleges from among their own number;
  - (d) a person appointed by being elected by the non-teaching staff of the Board’s colleges from among their own number;
  - (e) two persons appointed in accordance with paragraph 13; and
  - (f) up to 10 other members appointed by the Board.
- 12.3** A person is not eligible for appointment as the chairing member if the person is—
- (a) a member of the Scottish Parliament;
  - (b) a member of the House of Lords;
  - (c) a member of the House of Commons;
  - (d) a member of the European Parliament; or
  - (e) the chief officer of the Board.
- 12.4** A person is disqualified from being part of the Board in pursuance of sub-paragraph (12.2)(b) if the person has previously been removed from the Board under section 23Q of the Act.
- 12.5** An appointment made in pursuance of sub-paragraph (12.2)(f) of this section has effect only if approved by—
- (a) the chairing member; and
  - (b) the Scottish Ministers.
- 12.6** In appointing members under sub-paragraph (12.2)(f) of this section and in extending the period of appointment of any member so appointed, the Board must have regard to any guidance issued by the Scottish Ministers in relation to the making of such appointments (including any guidance on the desirability of appointing members with particular skills and experience).

## **13. STUDENT MEMBERS**

- 13.1** The students’ associations of the Board’s colleges are each entitled to nominate students for appointment in pursuance of sub-paragraph (12.2)(e).
- 13.2** Where only two students are so nominated, those students are to be so appointed.

- 13.3** Members are otherwise to be so appointed by being elected by the students of all the Board's colleges from among the students so nominated.
- 13.4** Sub-paragraphs (13.1) to (13.3) do not apply where only two colleges are assigned to the Board and, in such a case, the students' association of each college is to appoint one member from among the students of their respective colleges.

#### **14. ELECTION OF STAFF AND STUDENT MEMBERS**

- 14.1** An election to appoint student or staff members in pursuance of sub-paragraph (12.2)(c) or (d) or (13.3) is to be conducted in accordance with rules made by the Board.
- 14.2** Before making, varying or replacing election rules, the board must consult—
- (a) its colleges;
  - (b) in the case of rules about elections in pursuance of sub-paragraph (12.2)(c), the representatives of any trade union which any of its colleges recognise as being, or which otherwise appears to the board to be, representative of the teaching staff of its colleges;
  - (c) in the case of rules about elections to be held in pursuance of sub-paragraph (12.2)(d), the representatives of any trade union which any of its colleges recognise as being, or which otherwise appears to the board to be, representative of the non-teaching staff of its colleges; and
  - (d) in the case of rules about elections in pursuance of sub-paragraph (13.3), the students' associations of each of its colleges.

#### **15. DISQUALIFICATION FROM MEMBERSHIP**

- 15.1** A person is not eligible for appointment as a member of the Board if the person –
- (a) has within 5 years of the date on which the appointment would take effect, been sentenced (following conviction for an offence in the United Kingdom, the Channel Islands, the Isle of Man or the Irish Republic) to imprisonment for a period of not less than 3 months, whether suspended or not, without the option of a fine;
  - (b) is an undischarged bankrupt; or
  - (c) has been removed from office under section 24 of the 1992 Act (in relation to any college) or section 23Q of the Act (in relation to any regional board).
- 15.2** For the purposes of sub-paragraph (15.1)(b), “undischarged bankrupt” means a person—
- (a) whose estate has been sequestrated and who has not been discharged (or against whom a bankruptcy order has been made and is still in force);
  - (b) who has granted a trust deed for, or made a composition or arrangement with, creditors (and has not been discharged in respect of it);

- (c) who is the subject of a bankruptcy restrictions order, or an interim bankruptcy restrictions order, made under the Bankruptcy (Scotland) Act 1985 or the Insolvency Act 1986;
- (d) who is the subject of a bankruptcy restrictions undertaking entered into under either of those Acts;
- (e) who has been adjudged bankrupt (and has not been discharged); or
- (f) who is subject to any other kind of order, arrangement or undertaking analogous to those described in paragraphs (a) to (d), anywhere in the world.

**15.3** This paragraph does not apply in relation to persons appointed as the chairing member of each of the Board's colleges.

## **16. VACATION OF OFFICE**

**16.1** Subject to the other provisions of the Act—

- (a) the chairing member holds and vacates office on such terms and conditions as the Scottish Ministers may determine; and
- (b) other members (unless holding office as the chairing member of each of the Board's colleges) hold and vacate office on such terms and conditions as the Board may in each case determine.

**16.2** Subject to sub-paragraphs (16.3) to (16.5) and paragraph 17 and section 23Q of the Act—

- (a) the chairing member is to hold office for such period (not exceeding 4 years) as the Scottish Ministers may determine;
- (b) a member appointed as the chairing member of each of the Board's colleges is to hold office until the person ceases to be a chairing member of any of the Board's colleges;
- (c) a member appointed by being elected by the teaching or non-teaching staff of the Board's colleges is to hold office for 4 years;
- (d) a member appointed as a student member of the Board's colleges is to hold office until 31 August following appointment; and
- (e) a member appointed under sub-paragraph (12.2)(f) is to hold office for such period (not exceeding 4 years) as the Board may determine.

**16.3** The chairing member is to vacate office if the chairing member becomes a person of the type described in sub-paragraph (12.3).

**16.4** A member appointed under sub-paragraph (12.2)(c) or (d) is to vacate office if the member ceases to be a member of the teaching or, as the case may be, non-teaching staff of one of the Board's colleges before the member's period of appointment ends.



- 16.5** A member appointed in pursuance of sub-paragraph (12.2)(e) is to vacate office if the member ceases to be a student of one of the Board's colleges before the member's period of appointment ends.

## **17. REAPPOINTMENT OF MEMBERS**

- 17.1** The Scottish Ministers may extend the period of appointment of the chairing member for a single further period not exceeding 4 years.
- 17.2** The Board may extend the period of appointment of a member it appoints for a single further period not exceeding 4 years (but such an extension has effect only if approved by the chairing member and the Scottish Ministers).
- 17.3** On ceasing to be a member, a person is eligible for reappointment (provided that the person is not ineligible by virtue of any other provision).

## **18. REMUNERATION AND ALLOWANCES**

- 18.1** The Board is to pay to its chairing member such remuneration as the Scottish Ministers may in each case determine.
- 18.2** The Board is to pay to its members such allowances as the Scottish Ministers may in each case determine.

## **19. RESIGNATION AND REMOVAL OF MEMBERS**

- 19.1** The chairing member may by giving notice in writing to the Scottish Ministers resign office as a member.
- 19.2** Any other member (except for a member appointed as the chairing member of each of the board's colleges) may, by giving notice in writing to the Board, resign office as a member.
- 19.3** The Scottish Ministers must, by giving notice in writing to the chairing member, remove the chairing member from office if—
- (a) the chairing member—
    - i. is sentenced as mentioned in sub-paragraph (15.1)(a);
    - ii. has become a person to whom sub-paragraph (15.1)(b) applies; or
    - iii. is removed from office under section 24 of the 1992 Act (in relation to any college) or section 23Q of this Act (in relation to any other regional board); or
  - (b) they are satisfied that the chairing member—
    - i. has been absent from meetings of the board for a period longer than 6 consecutive months without the permission of the Board; or

- ii. is otherwise unable or unfit to discharge the functions of the chairing member.
- 19.4** The Board must, by giving notice in writing to the member, remove any other member from office if—
  - (a) the member—
    - i. is sentenced as mentioned in sub-paragraph (15.1)(a); or
    - ii. has become a person to whom sub-paragraph (15.1)(b) applies; or
  - (b) it is satisfied that the member—
    - i. has been absent from meetings of the board for a period longer than 6 consecutive months without the permission of the board; or
    - ii. is otherwise unable or unfit to discharge the functions of a member.
- 19.5** Sub-paragraph (19.4) does not apply in relation to a member appointed in pursuance of sub-paragraph (12.2)(b).
- 19.6** The Scottish Ministers must, by giving notice in writing to the member, remove a member (other than the chairing member) from office if the member is removed from office under section 24 of the 1992 Act (in relation to any college) or section 23Q of the Act (in relation to any other regional board).
- 19.7** Where a member removed under sub-paragraph (19.6) was appointed under sub-paragraph (12.2)(f), the Scottish Ministers may appoint another person in place of the removed member.
- 19.8** An appointment made under sub-paragraph (19.7) has effect as if made under paragraph (12.2)(f).

## **20. STAFF**

- 20.1** The Board may (subject to any directions given under sub-paragraph (20.4)) appoint a chief officer and such other employees as it considers appropriate on such terms and conditions as the Board may determine.
- 20.2** The Board may pay or make arrangements for the payment of pensions, allowances or gratuities (including by way of compensation for loss of employment) to, or in respect of, any person who has ceased to be employed by the Board.
- 20.3** Arrangements under sub-paragraph (20.2) may include—
  - (a) the making of contributions or payments towards provision for pensions, allowances or gratuities; and
  - (b) the establishment and administration of pension schemes.
- 20.4** The Board must comply with any directions given by the Council as regards—

- (a) the appointment of employees;
- (b) terms and conditions determined under sub-paragraph (20.1); or
- (c) payments or arrangements made under sub-paragraph (20.2).

## **21. PROCEEDINGS OF THE BOARD**

- 21.1** The Board may regulate its own procedure (including any quorum).
- 21.2** The validity of any proceedings of the Board is not affected—
  - (a) by a vacancy in membership (or in a category of membership); or
  - (b) by any defect in the appointment of a member.

## **22. COMMITTEES**

- 22.1** The Board may establish committees.
- 22.2** The Board is to determine—
  - (a) the composition of any committees;
  - (b) the terms and conditions of membership of any committee; and
  - (c) the procedure (including any quorum) of any committee.
- 22.3** A committee may include persons who are not members of the Board (but such persons are not to be entitled to participate in making decisions).
- 22.4** The Board is to pay to the members of its committees (whether or not they are also members of the Board) such allowances as the Scottish Ministers may determine.

## **23. PARTICIPATION AT MEETINGS**

- 23.1** Unless the chairing member determines otherwise, a person who is the Principal of one of the Board's colleges but who is not a Board member is entitled to participate in any deliberations (but not in making decisions) at meetings of the Board.

## **24. GENERAL POWERS**

- 24.1** The Board may (subject to sub-paragraphs (24.2) to (24.9)) do anything that is necessary or expedient for the purpose of or in connection with the exercise of its functions, including in particular—
  - (a) acquiring and disposing of land and other property;
  - (b) entering into contracts;
  - (c) investing sums not immediately required for the purpose of the discharge of its functions;
  - (d) accepting gifts of money, land or other property;
  - (e) forming or promoting (whether alone or with another) companies under the Companies Act 2006.

- 24.2** The Board may not borrow money.
- 24.3** The Board is not to—
- (a) give any guarantee or indemnity over or in respect of any property; or
  - (b) create any trust or security over or in respect of any property,
- without the written consent of the Scottish Ministers.
- 24.4** The Board is not to dispose of any property to which this sub-paragraph applies without the written consent of the Scottish Ministers.
- 24.5** Consent, for the purposes of sub-paragraphs (24.3) or (24.4), may be given—
- (a) in respect of any case or class of case; and
  - (b) subject to such conditions as the Scottish Ministers may determine.
- 24.6** Consent, for the purposes of sub-paragraph (24.4), is not required for a disposal of land which is or forms part of property to which that sub-paragraph applies if the disposal is in consequence of the compulsory acquisition (under any enactment) of the land.
- 24.7** But the Board is to inform the Scottish Ministers of the compulsory acquisition (under any enactment) of land which is or forms part of property to which sub-paragraph (24.4) applies.
- 24.8** Where property to which sub-paragraph (24.4) applies is disposed of, the Board is (after deduction of such expenses as appear to the Scottish Ministers to have been reasonably incurred in the disposal) to pay to the Scottish Ministers such portion of the proceeds or value of the consideration for the disposal as the Scottish Ministers may, after consultation with the Board, determine.
- 24.9** Sub-paragraph (24.4) applies to—
- (a) any property which has been acquired, improved or maintained wholly or partly, or directly or indirectly, out of funds provided by the Council under section 12 of the 2005 Act; and
  - (b) any proceeds of, or any consideration for, the disposal of any such property.

## **25. GOODS AND SERVICES**

- 25.1** The Board may, for the purposes of providing support for the provision of fundable further education or fundable higher education, provide (and make charges in respect of the provision of) goods or services—
- (a) to any of its colleges;
  - (b) to any other post-16 education body;
  - (c) to any other regional strategic body; or

(d) to any other person.

## **26. DELEGATION OF FUNCTIONS**

**26.1** The Board may authorise—

- (a) the chairing member;
- (b) any of its committees; or
- (c) any of its employees,

to exercise such of its functions to such extent as it may determine.

**26.2** Sub-paragraph (26.1) does not affect the responsibility of the Board for the exercise of its functions.

## **27. ACCOUNTS**

**27.1** The Board must—

- (a) keep proper accounts and accounting records;
- (b) prepare a statement of accounts in respect of each yearly period ending on 31 March; and
- (c) send the statement of accounts to the Scottish Ministers,

in accordance with such directions as the Scottish Ministers may give.

**27.2** The Scottish Ministers must send the statement of accounts to the Auditor General for Scotland for auditing.

## **28. ABOLITION OR RENAMING**

**28.1** The Scottish Ministers may by order modify Part 1 of Schedule 2A of the 2005 Act so as to abolish or re-name a regional board.

## **29. MODIFICATION**

**29.1** The Scottish Ministers may by order modify schedule 2B of the Act (other than paragraph 2) by varying, adding to or removing any provision relating to a regional board's constitution, functions or administrative arrangements.

**29.2** Before making an order under this paragraph, the Scottish Ministers must consult—

- (a) any board to which the order relates; and
- (b) such other persons as they consider appropriate.

## **Glasgow Colleges' Regional Board**

### **Board Regulations**

#### **1. DEFINITIONS**

- 1.1** 'Board' is the regional board specified in Part 1 of schedule 2A to the Post 16 Education) Act 2013 (hereafter referred to as 'the Board').
- 1.2** 'Board Members' includes all of those persons appointed in terms of paragraph 12 of the Board's Constitution.
- 1.3** 'Board Secretary' is the person appointed in terms of section 3 of the Board Regulations.
- 1.4** 'Chair' is the Regional Chair appointed by Scottish Ministers or such other person appointed by the Regional Chair to chair a board meeting in his absence or appointed in terms of section 7.1 of the Board Regulations.
- 1.5** 'Code of Conduct' is the standard code of conduct for members of devolved bodies with which all Board Members have a duty to comply in terms of The Ethical Standards in Public Life etc. (Scotland) Act 2000 and which has been adopted by the Board.
- 1.6** 'Committees' are defined as all committees established by the Board in terms of paragraph 22 of the Board's Constitution.

#### **2. BOARD MEETINGS**

- 2.1** The Board can decide when and where to have meetings and how they will be conducted. They may also adjourn meetings.
- 2.2** A Board meeting will ordinarily be called by the Board Secretary at the request of the Chair. The Chair may adjourn a meeting.

#### **3. BOARD SECRETARY**

- 3.1** The Board must appoint a Secretary and take all reasonable steps to ensure that the appointee has the requisite knowledge and experience to discharge the functions of a Secretary.

#### **4. NOTICE OF BOARD MEETINGS**

- 4.1** Notice of a Board meeting shall be deemed to be duly given to a Board Member if it is given to him personally or by word of mouth or given in writing or by electronic means to him at his last known address or any other address given by him to the Board for that purpose.
- 4.2** Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee, any other person required to attend and no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.
- 4.3** It shall not be necessary to give notice of a Board meeting to a Board Member who is absent from the United Kingdom unless he has asked the Board in writing that notices of Board meetings shall during his absence be given to him at any address in the United Kingdom notified to the Board for this purpose, but he shall not, in such event, be entitled to a longer period of notice than if he had been present in the United Kingdom at that address.

#### **5. FREQUENCY OF BOARD MEETINGS**

- 5.1** The Board shall meet at least four times a year and otherwise as required.

#### **6. QUORUM**

- 6.1** The quorum necessary for the transaction of business may be determined by the Board and until otherwise determined shall be two persons, each being a Board Member. A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions for the time being vested in or exercisable by the Board.

#### **7. CHAIR**

- 7.1** If the Regional Chair or his nominated alternate is not able to attend and chair a meeting of the Board or is not present within ten minutes of the time appointed for holding the same, the Board Members present shall choose one of their number to be chair of such meeting.

#### **8. VOTING**

- 8.1** Questions arising at any Board meeting shall be determined by a majority of votes. In the case of an equality of votes the Chair of that meeting shall have a second or casting vote.

## **9. PARTICIPATION BY TELEPHONE OR OTHER FORM OF COMMUNICATION**

- 9.1** Any Board Member may validly participate in a meeting of the Board or a committee of the Board through the medium of conference telephone or any other form of communications equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting.
- 9.2** A person so participating by telephone or other communication shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the Chair of the meeting then is.
- 9.3** A decision made at any meeting held in the above manner, and signed by the Chair of the meeting, shall be as valid and effectual as if it had been passed at a meeting of the Board (or committee, as the case may be) duly convened and held.

## **10. RESOLUTION IN WRITING**

- 10.1** A resolution (or decision) in writing signed or confirmed electronically by all the Board Members, for the time being entitled to receive notice of a Board meeting and to vote on the resolution and not being less than a quorum (or by all the members of a committee of the Board, for the time being entitled to receive notice of such committee meeting and to vote on the resolution and not being less than a quorum of that committee), shall be as valid and effective for all purposes as a resolution duly passed or decision made at a meeting of the Board (or committee, as the case may be).
- 10.2** Such a resolution may consist of several documents or electronic communications in the same form each signed or authenticated by one or more of the Board Members or members of the relevant committee.

## **11. PROCEEDINGS OF COMMITTEES**

- 11.1** All committees of the Board shall, in the exercise of the powers delegated to them and in the transaction of business, conform with any mode of proceedings and regulations which the Board may prescribe and subject to this shall be governed by such of these procedures as regulate the proceedings of the Board as are capable of applying.

## **12. MINUTES OF PROCEEDINGS**

- 12.1** The Board shall keep minutes of all Board meetings and meetings of committees of the Board. The minutes must include the names of the Board Members present.



- 12.2** Any such minutes, if signed by the Chair of the meeting at which the proceedings were held or by the Secretary, shall be evidence of the matters stated in such minutes without any further proof.

### **13. VALIDITY OF PROCEEDINGS**

- 13.1** All acts done by a meeting of the Board, or of a committee of the Board, or by any person acting as a Board Member or member of a committee shall be valid even if it is discovered afterwards that there was some defect in the appointment of any person or persons acting, or that they or any of them were or was disqualified from holding office or not entitled to vote, or had in any way vacated their or his office.

### **14. BOARD MEMBERS' CONFLICTS OF INTEREST**

- 14.1** A Board Member must comply with Section 5 of the Code of Conduct in relation to registration and declaration of interests.
- 14.2** A Board Member cannot vote or be counted in the quorum on any decision or resolution which may give rise to a conflict of interest.
- 14.3** A Board Member must withdraw from the meeting room until discussion of the relevant item in which they have an interest is concluded. There is no requirement to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to give rise to a conflict of interest.
- 14.4** The interests of other persons who are connected ('other persons' shall have the meaning given to it by section 5.10 of the Code of Conduct) with a Board Member shall be treated as an interest of the Board Member.

### **15. POWER TO AUTHENTICATE DOCUMENTS**

- 15.1** Any Board Member, the Secretary or any person appointed by the Board for this purpose shall have power to authenticate any documents affecting the constitution of the Board and any decision made or resolution passed by the Board or the Board or any committee, and any books, records, documents and accounts relating to the business of the Board, and to certify copies or extracts as true copies or extracts. A document purporting to be a copy of a resolution or a decision, or an extract from the minutes of a meeting, of the Board or any committee, which is so certified, shall be conclusive evidence in favour of all persons dealing with the Board that such decision has been made or resolution has been duly passed or, as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting.